

EXHIBIT O

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: OWENS CORNING,
et al.,

CHAPTER 11
Case Nos. 00-3837 through
00-3854

Debtors.

IN RE: W.R. GRACE & CO.,
et al.,

CHAPTER 11
Case Nos. 01-1139 through
01-1200

Debtors.

IN RE: USG CORPORATION,
a Delaware Corporation,
et al.,

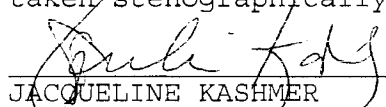
CHAPTER 11
Case Nos. 01-2094 through
01-2104

Debtors.

December 23, 2003
Newark, New Jersey

B E F O R E: ALFRED M. WOLIN, USDJ

Pursuant to Section 753 Title 28 United States Code, the
following transcript is certified to be an accurate record as
taken stenographically in the above-entitled proceedings.


JACQUELINE KASHMER
Official Court Reporter

JACQUELINE KASHMER, C.S.R., C.R.R.
OFFICIAL COURT REPORTER
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1 not.

2 Before the Court of Appeals counsel for the petitioners
3 represented that they needed two depositions and some minor
4 document discovery. Counsel now argues that they only made this
5 representation with respect to their structural conflict issue.
6 Of course, this argument makes no sense because their structural
7 conflict argument was complete on the record already before the
8 Court of Appeals.

9 In any event, this Court has read the transcript and the
10 opinion of the Court of Appeals and finds that counsel has not
11 accurately reported what happened there.

12 It is perfectly clear that discovery cannot go forward
13 without the Court's active involvement and supervision. It is
14 the Order of this Court that counsel may not propound any
15 discovery request without this Court's specific approval. All
16 the discovery requests propounded to date in this matter are
17 hereby quashed, subject to the exceptions that will be set forth
18 on the record here. It is not this Court's wish to proceed in
19 this manner. As previously stated, it was not this Court's
20 intention to do so as late as this morning. Having attempted to
21 convert the discovery to their own parochial interests, counsel
22 cannot be further trusted to guide these proceedings.

23 Requests for additional discovery beyond what the Court
24 will set forth on the record shortly should be guided by the
25 spirit and the letter of the Court of Appeals' Order. Counsel

1 objections by 11:00 tomorrow morning.

2 And secondly, I believe it would be useful to serve both
3 by e-mail and by fax.

4 THE COURT: Would it help if I said to counsel exchanged
5 by 9:00, conference with the Court, what did I say, 10:00?

6 MR. BERNICK: You said 10:00 and the conference would be
7 at 11, yes, something to that effect.

8 THE COURT: Move it up an hour. That's fine. We'll still
9 have our court conference at 11:00. That should give everybody
10 two hours to look at what the language is and what people are
11 requesting.

12 The Court didn't feel comfortable in circumscribing what
13 the scope of document production should be without first giving
14 the parties the opportunity to determine it for themselves.

15 MR. BERNICK: And this time can we make sure that all
16 people who are propounding discovery serve that discovery not
17 only -- or language not only upon the people who are going to
18 have to respond but upon all parties at least that are present
19 here so that any party present here has the opportunity to
20 provide comment?

21 THE COURT: You're preaching to the choir. Speak to the
22 people at counsel table.

23 MR. BERNICK: I understand that. I guess I really was but
24 I thought it appropriate to address my remarks to the Court.

25 THE COURT: Right. Mr. Neal.